

**SEC78**

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**From:** Peter Heinke <peter@kik.com>  
**Sent:** Wednesday, June 28, 2017 9:32 AM  
**To:** michelle.dent@kik.com  
**Subject:** FW: Signed Resolutions  
**Attach:** Kik Interactive - Resolutions of Directors.pdf

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For files

**From:** Wojtas, Nancy [mailto:[nwojtas@cooley.com](mailto:nwojtas@cooley.com)]

**Sent:** Wednesday, June 28, 2017 11:19 AM

**To:** Peter Heinke

**Cc:** Derek Lebert

**Subject:** RE: Signed Resolutions

With the date.

NHW

**From:** Wojtas, Nancy

**Sent:** Wednesday, June 28, 2017 8:01 AM

**To:** Peter Heinke <[peter@kik.com](mailto:peter@kik.com)>

**Cc:** Derek Lebert <[derek.lebert@kik.com](mailto:derek.lebert@kik.com)>

**Subject:** Signed Resolutions

For your records.  I  will send you another pdf with the date (today s) included as the effective date.

**Nancy H. Wojtas**

Cooley LLP

3175 Hanover Street

Palo Alto, CA  94304-1130

Direct: 650/843-5819  Fax: 650/745-3936  Cell: [REDACTED]

Email: [nwojtas@cooley.com](mailto:nwojtas@cooley.com)  [www.cooley.com](http://www.cooley.com)

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**RESOLUTIONS OF THE DIRECTORS  
OF  
KIK INTERACTIVE INC.  
(the “Corporation”)**

**PROPOSED OFFERING OF RIGHTS TO ACQUIRE KIN PURSUANT TO THE SAFT AND PROPOSED TOKEN DISTRIBUTION EVENT.**

WHEREAS, the Corporation has been developing a strategy to build-out a semi-centralized blockchain-based computer network that enables economic transactions and a reward system for digital service providers as well as an application to make the Corporation’s network accessible via the Kik messaging platform;

WHEREAS, the Corporation proposes to offer for sale to the public an appcoin called Kin at such time as the Corporation can introduce the MVP (defined below);

WHEREAS, the Corporation requires additional funds to finance the development of its strategy;

WHEREAS, it is proposed that the Corporation enter into agreements containing future rights to units of tokens (“SAFT”) to be purchased by a limited number of accredited investors (the “Transaction”);

WHEREAS, the Corporation proposes to raise up to \$50 million in pre-sales (the “Private Placement”) pursuant to the SAFT which a significant portion of the amount raised under the SAFTs will be used to fund the Corporation’s build-out of its strategy;

WHEREAS, Cooley LLP, the Corporation’s outside counsel, in an attorney-client privileged memorandum, reviewed with the Board of Directors the risks involved in the Transaction; and

WHEREAS, it is deemed necessary and in the best interests of the Corporation to approve the following matters.

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The SAFT, in the form attached as *Exhibit A*, and the terms and conditions contained therein, be and the same is hereby approved and the Corporation is hereby authorized to enter into the SAFTs, substantially in the form of the draft presented to and reviewed by the Board, including the proposed discounts for such purchases, subject to any amendments, additions or deletions made in accordance with this resolution;

2. The Private Placement Memorandum, in the form attached as *Exhibit B* is hereby approved for use in connection with the Private Placement, with such changes approved by management;

3. The proposed size of the Transaction of \$50 million (USD) be and is hereby approved; and

4. Any officer or director of the Corporation be and is hereby authorized to take all steps and execute and deliver for and on behalf of the Corporation any documents, agreements, certificates, instruments, or directions as may be required under the SAFTs, pursuant to applicable corporate or securities legislation, or as otherwise may be necessary.

The foregoing resolutions are hereby approved by all of the directors of the Corporation pursuant to the *Canada Business Corporations Act* effective as of this 28 day of June, 2017.

Ted Livingston  
Ted Livingston

Peter Heinke  
Peter Heinke

Jim Estill  
James Estill

S. Spadafora  
Samuel Spadafora

Fred Wilson  
Fred Wilson

Paul Holland  
Paul Holland

For purposes of these resolutions, the term "MVP" means that the Kik app will have the following functionality: a Kik user who owns Kin will be able to create a wallet inside the Kik app. The wallet will be accessible via the settings menu using a private key. Only by entering the private key, a Kik user will be able to see his or her wallet (including, the Kik user's Kin balance, send/receive premium stickers functionality, and Kin status). Each Kik user (who has a Kik wallet) will be categorized into one of five categories of status based on the number of Kin held by that Kik-user.

A Kik user (who has a wallet) will be eligible to use premium sticker packs based on his or her status. Premium sticker packs will be created by independent content creators (not brands). A Kik user (who has a wallet) will be able to send any of his or her premium stickers to any Kik user, however, a Kik user who does not have a wallet will only be able to receive premium stickers from a Kik user (who has a wallet).

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